



Navistar, Inc.  
2701 Navistar Dr.  
Lisle, IL 60532 USA

Exhibit C Page 1

Brian Delphey  
Associate Director, Corporate  
Compensation

July 14, 2014 - Corrected

Mr. Jack D. Hall  
40 East Ash St., Suite H  
Canton, Illinois 61520

Re: Compensation/Expenses Reimbursement

Dear Jack:

It was a pleasure to meet you at your first Health Benefit Program Committee meeting on Tuesday.

I look forward to working with you on the Committee.

Navistar has reviewed your request for compensation/expense reimbursement per the enclosed list you provided (along with your hotel and meal receipts). We will pay you \$981.40 as follows:

Compensation – 2 days (including your travel day) x \$325 =	\$650.00
Hotel	122.10
Meal	9.94
Mileage (356 miles x .56 per mile)	<u>199.36</u>
Total	\$981.40

Unfortunately, the other items you submitted for reimbursement – requested compensation for various other matters – do not qualify for payment under the Shy Base Plan. Section 6.7 of the Base Plan permits reasonable compensation for any Committee member not employed by Navistar or the UAW for time spent on Committee matters. However, as you can appreciate the Committee's past practice consistent with the Base Plan has been for the Committee itself to pre-approve requests from Committee members for compensation/expense reimbursement for Committee matters outside of scheduled Committee meetings. In other words, the Committee itself - not individual Committee members - decides in advance what is a Committee matter for which compensation/expense reimbursement is permitted.

We will forward you a check for \$981.40 as soon as it is processed. Thank you.

Very truly yours,

Brian Delphey

Enclosure